

**MINUTES OF THE
BOARD OF DIRECTORS OF SUMMIT POINTE ANNUAL ORGANIZATIONAL MEETING
June 4, 2024**

Meeting Location:	College Street Campus 175 College Street, Battle Creek, MI 49037
Meeting Time:	2:00 p.m.
Members Present:	Kathy-Sue Vette, Dr. Frank Straub, Dr. Terance Lungler, Joe du Lac, Sheriff Steven Hinkley, Christina Ramos, Sherii Sherban
Members Excused:	Dr. Monique French, Dr. Paul Watson, Stephanie Swanson-Chang
Guest Present:	Christina Schaub, Dorothy Malcolm
Staff Present:	Jeannie Goodrich, David Ballmer, Dr. Sean Field, Mandi Quigley, Helen Royal, Theodore Smith, Kristen Barda, Haleigh Hardy

1. Call to Order

Board Chair, Kathy-Sue Vette, called the meeting to order at approximately 2:00 p.m. Roll call was taken for members present. Based on the number of directors in attendance and pursuant to the by-laws, a quorum was present.

2. Public Comments/Welcome

Board Chair, Kathy-Sue Vette, welcomed Board members, Summit Pointe staff and guests. There were no Public Comments.

3. Adoption of the Agenda

MOTION:

Moved by: Sheriff Hinkley

Supported by: Dr. Straub

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the agenda as presented.

4. Consent Agenda

MOTION:

Moved by: Dr. Lungler

Supported by: Dr. Straub

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the Consent Agenda (May 7, 2024, Minutes.)

5. Annual Audit Statements – Christina Schaub, Roslund, Prestage & Company, P.C.

Christina Schaub, CPA, from Roslund, Prestage & Company, P.C., provided the presentation for Summit Pointe’s Report on the Audit of the Financial Statements for Fiscal Year 2023. Christina noted the standard opinion in the financial statements.

6. Educational Activity – Summit Pointe Management System – Jeannie Goodrich and Dorothy Malcolm

CEO, Jeannie Goodrich and Dorothy Malcolm, President of DJ Strategies and Solutions, provided an summary of the decision to embrace the adoption of the Summit Pointe Management System (SPMS). It was explained that the SPMS is a data driven management system for the organization to align, improve, and enable the organization, teams and staff, utilizing lean management principles for healthcare. The SPMS 8-Step Implementation plan, timeline, and goals were outlined.

7. Board Committee Reports

A. Audit Finance Committee

Audit Finance Committee Chair, Kelli Scott, provided highlights of the Audit/Finance Committee Zoom meeting held on May 29, 2024. She noted the payment trends and comparative charts from fiscal year 2023 to current year in the March 2024 Financial Statements. The List of External Providers/Contracts expected in FY2024 was highlighted. The report is provided to Board members for completion of their annual Conflict of Interest forms. The Audit Finance Committee presented two action items for Board approval.

The Audit Finance committee recommends that the Board approve the amendment to the contract with Rehmann Robson for HR services for an additional \$75,000.

MOTION:

Moved by: Sherii Sherban

Supported by: Christina Ramos

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the amendment

to the contract with Rehmann Robson for HR services for an additional \$75,000.

The Audit Finance committee recommends that the Board accept the Independent Auditor's Report for Fiscal Year 2023.

MOTION:

Moved by: Dr. Lunger

Supported by: Dr. Straub

MOTION UNANIMOUSLY ADOPTED

I move that the Board accept the Independent Auditor's Report for Fiscal Year 2023.

B. Corporate Compliance Committee

Corporate Compliance Committee Chair, Dr. Terance Lunger, reported that the Corporate Compliance Committee met on May 15, 2024. He noted that the committee reviewed the internal and external provider staff training and credentialing audits, as provided in the Board packet. The Corporate Compliance committee presented one action item for Board approval.

The Corporate Compliance committee recommends that the Board reaffirm Board Policy No. 01-011: Conflict of Interest.

MOTION:

Moved by: Kelli Scott

Supported by: Sheriff Hinkley

MOTION UNANIMOUSLY ADOPTED

I move that the Board reaffirm Board Policy No. 01-011.

C. HR Committee

HR Committee Chair, Frank Straub, reported that the HR Committee met on May 28, 2024. He reviewed the Administrative Employee Agreement template that updates the language for non-union employees.

The HR Committee recommends that the Board approve the non-union employee agreement as presented.

MOTION:

Moved by: Christina Ramos

Supported by: Dr. Straub

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the non-union employee agreement.

8. Other Items Requiring Board Action of Approval

A. Board Resolution – Conflict-Free Access and Planning (CFAP)

CEO, Jeannie Goodrich reviewed the MDHHS Conflict-Free Access and Planning Implementation handout. Discussion ensued regarding the impact concerns that it would have.

Management recommends that the Board approve the proposed Resolution opposing MDHHS Decisions to Implement Conflict-Free Access and Planning in Michigan.

MOTION:

Moved by: Sheriff Hinkley

Supported by: Joe du Lac

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the proposed Resolution Opposing MDHHS Decisions to Implement Conflict-Free Access and Planning in Michigan.

B. Board Policy Review

Management recommends no changes to Board Policies No. 02-004: Annual Calendar Review; No. 02-005: General Counsel and Corporate Compliance Director; No. 03-001: Treatment of Customers; and No. 03-002: Treatment of Staff.

MOTION:

Moved by: Sherii Sherban

Supported by: Dr. Lunger

MOTION UNANIMOUSLY ADOPTED

I move that the Board reaffirm Board Policies No. 02-004, 02-005, 03-001, and 03-002.

9. CEO Communication – Jeannie Goodrich

Jeannie Goodrich reviewed the CEO Memo and highlighted that the Grace Health Pharmacy is in the final stages of construction and a new proposal request for the VA Laundry that opens new opportunities for preventive maintenance and cleaning of the facility.

10. SWMBH Board Update – Sherii Sherban

SWMBH Board representative, Sherii Sherban, provided an update from the SWMBH Board retreat and the next steps with the proposed Ends. She will provide more information at the August Board meeting.

11. Board Chair Update

Kathy-Sue Vette announced the upcoming Board Committee and Board of Directors meeting dates. She noted that Dr. Frank Straub will be moving out of state and will be resigning from the Board of Directors.

12. Adjournment

There being no further business to consider, the meeting was adjourned at approximately 4:30 p.m.